

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 19488-G FILED  
OCT 8 '98 1-15 PM

OF COUNSEL  
URBAN A. LESTER

October 7, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19488.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Mr. Vernon A. Williams  
October 7, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

OCT 8 '98

1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of  
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania  
corporation (hereinafter called "Conrail"),

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Lease"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Lessor"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the, subject Equipment) and certain other units of railroad equipment.

Evidence of the Lease has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Certain obligations of Conrail under the Lease and the subject Equipment have been assigned and granted as security by the Lessor, pursuant to that certain agreement(s) specified in Item 5 of Schedule A hereto (hereinafter called the "Security Agreement(s)"), with the party specified in Item 6 of Schedule A hereto (hereinafter called the "Secured Party").

Evidence of the Security Agreement(s) has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 7 of Schedule A hereto, and assigned the recordation number specified in Item 8 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Lessor and the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McAdde

## SCHEDULE A

Item 1, Lease:

dated as of June 27, 1995

Item 2, Lessor:

LaGrange Locomotive Lease Company, c/o Nomura Babacock and  
Brown, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-Ku, Tokyo,  
Japan 103

Item 3, date of recordation of lease:

June 27, 1995

Item 4, recordation number of lease:

19488

Item 5, Security Agreements:

dated as of June 27, 1995

Item 6, Secured Party:

Wilmington Trust Company, Rodney Square North, 1100 N. Market Street,  
Wilmington, DE 19890

Item 7, date of recordation of Security Agreements:

June 27, 1995

Item 8, recordation number of Security Agreements:

19488

## Schedule B

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5614  
CR 5615  
CR 5616  
CR 5619  
CR 5627

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 8737  
CSXT 8738  
CSXT 8739  
CSXT 8740  
CSXT 8741

**Original Reporting  
Marks and Identifying  
Numbers**

CR 5630  
CR 5631  
CR 5633  
CR 5634  
CR 5635

**New Reporting  
Marks and Identifying  
Numbers**

CSXT 8743  
CSXT 8744  
CSXT 8745  
CSXT 8746  
CSXT 8747

L195-L

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF PHILADELPHIA )

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Suzanne J. Rossomando*  
Notary Public

NOTARIAL SEAL  
Suzanne J. Rossomando, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 28, 1999

My commission expires:

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC., 20006-2973

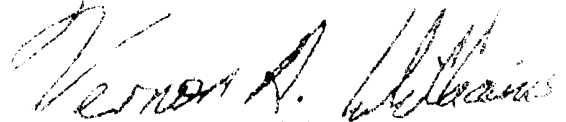
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,  
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,  
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,  
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,  
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,  
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,  
19489-D, 19622-D, 19623-E, 19688-Y, 19688-Z,  
19708-B, 20034-G and 20035-G.

Sincerely Yours,

  
Vernon A. Williams

Enclosure(s) (38)

988.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.